

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	Chapter 11
)	
NIELSEN & BAINBRIDGE, LLC, <i>et al.</i> ¹)	Case No. 23-90071 (DRJ)
)	
Debtors.)	(Jointly Administered)
)	

**NINTH STIPULATION AND AGREED ORDER BY AND AMONG THE DEBTORS AND
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS REGARDING THE
CHALLENGE PERIOD AND THE DEADLINE TO OBJECT TO THE DEBTORS' PLAN
AND DISCLOSURE STATEMENT**

This Stipulation and Agreed Order (“Stipulation and Agreed Order”) is made and entered into by and among the above-captioned debtors and debtors in possession (collectively, the “Debtors”) and the Official Committee of Unsecured Creditors appointed in the above-captioned chapter 11 cases (the “Committee,” and together with the Debtors, the “Parties”). The Parties hereby stipulate and agree as follows:

RECITALS

WHEREAS, on March 6, 2023, the Court entered the *Final Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing, (B) Use Cash Collateral, and (C) Grant Liens and Superpriority Administrative Expense Claims, (II) Granting Adequate Protection to Certain Prepetition Secured Parties, (III) Modifying the Automatic Stay, and (IV) Granting Related Relief* [Docket No. 249] (the “DIP Order”) establishing the Challenge Period (as defined in the DIP Order);

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://omniagentsolutions.com/NBGHome>. The Debtors’ service address in these chapter 11 cases is: 12303 Technology Boulevard, Suite 950, Austin, TX 78727.

WHEREAS, on March 6, 2023, the Court entered the *Amended Order (I) Conditionally Approving the Adequacy of the Disclosure Statement, (II) Approving the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Joint Plan of Reorganization, (III) Approving the Forms of Ballots and Notices in Connection Therewith, and (IV) Scheduling Certain Dates with Respect Thereto* [Docket No. 250] (the "Plan and Disclosure Statement Order") establishing, among other things, the deadline to object to the Debtors' Plan of Reorganization and Disclosure Statement as March 28, 2023, at 4:00 p.m., prevailing Central Time (the "Plan and Disclosure Statement Objection Deadline");

WHEREAS, the Debtors and the Committee have agreed (with the lenders' consent as required under the DIP Order) to extensions of the Challenge Period and Plan and Disclosure Statement Objection Deadline pursuant to multiple stipulations and agreed orders [*See, e.g.*, Docket Nos. 300, 315, 320, 343, 354, 408, 445, and 455] including, most recently, the *Eighth Stipulation and Agreed Order by and Among the Debtors and the Official Committee of Unsecured Creditors Regarding the Challenge Period and the Deadline to Object to the Debtors' Plan and Disclosure Statement* [Docket No. 455] (the "Eighth Stipulation and Agreed Order")² filed on May 11, 2023;

WHEREAS, the Eighth Stipulation and Agreed Order provides that, solely with respect to the Committee and without prejudice to further extensions thereof, the Challenge Period (except with respect to the ABL Lenders)³ shall be extended to no earlier than May 18, 2023 at 5:00 p.m., prevailing Central Time; and

² Capitalized terms used herein but not otherwise defined have the meanings set forth in the Fourth Stipulation and Agreed Order.

³ Pursuant to the Third Stipulation and Agreed Order and the DIP Order, the Challenge Period has terminated with respect to the ABL Lenders and, with no Challenge with respect to the ABL Lenders having been brought by the Challenge Period Termination Date by the Committee or any party with requisite standing, the Debtors' Stipulations

WHEREAS, the Parties desire to enter into this Stipulation and Agreed Order to further extend the Challenge Period solely with respect to certain parties (with the lenders' consent as required under the DIP Order).

THEREFORE, IT IS HEREBY STIPULATED AND AGREED, AND UPON APPROVAL BY THE COURT OF THIS STIPULATION, IT IS SO ORDERED:

1. Solely with respect to the Committee (and except with respect to the ABL Lenders), the Challenge Period (as defined in the DIP Order) shall be extended such that the deadline in paragraph 17(a)(i)(x) of the DIP Order shall be modified to May 25, 2023 at 5:00 p.m., prevailing Central Time, without prejudice to further extensions thereof in accordance with the provisions of the DIP Order.

2. For the avoidance of doubt, and solely with respect to the Committee, the Plan and Disclosure Statement Objection Deadline shall continue to be 5:00 p.m., prevailing Central Time, on such date that is two (2) business days before the date of any hearing to consider confirmation of the Debtors' proposed chapter 11 plan (as may be adjourned from time to time), without prejudice to further extensions thereof by stipulation of the Parties or order of the Court.

3. The DIP Order remains in full force and effect and is not modified except as expressly set forth herein.

4. The Plan and Disclosure Statement Order remains in full force and effect and is not modified except as expressly set forth herein.

5. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Stipulation and Agreed Order.

with respect to the ABL Lenders (including without limitation with respect to the validity, extent and priority of their liens and claims, and all releases) are deemed to be binding on all parties in interest.

6. The Debtors shall only be required to serve this Stipulation and Agreed Order on:
(a) the U.S. Trustee; (b) counsel to the Committee; (c) counsel to the Initial Plan Sponsors; (d) counsel to the ABL Lenders; and (e) any party that has requested notice pursuant to Bankruptcy Rule 2002.

Houston, Texas

Dated: _____, 2023

DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

STIPULATED AND AGREED TO THIS 18th DAY OF MAY, 2023:

/s/ Jiangang Ou

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